

RECORDATION NO. 23204-PP FILED

DEC 03 '01 2-53 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 3, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule to Equipment Lease Agreement, dated as of November 30, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204.

The names and addresses of the parties to the enclosed document are:

Assignor: Allfirst Bank
25 South Charles Street
Baltimore, Maryland 21202

Assignee: NBC Leasing Company
1927 First Avenue North
Birmingham, AL 35203

A description of the railroad equipment covered by the enclosed document is:

One (1) locomotive NS5521.

Mr. Vernon A. Williams
December 3, 2001
Page Two

A short summary of the document to appear in the index is:

Memorandum of Assignment of Schedule to Equipment
Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM OF ASSIGNMENT OF SCHEDULE
TO EQUIPMENT LEASE AGREEMENT
(Surface Transportation Board)**

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE TO EQUIPMENT LEASE AGREEMENT (this "Memorandum") dated as of November 30, 2001 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and NBC LEASING COMPANY, a division of National Bank of Commerce of Birmingham ("NBC").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Allfirst, as successor lessor, has leased the locomotive identified on Schedule 1 attached hereto (the "Locomotive") under that certain Equipment Lease Agreement dated as of October 25, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Norfolk Southern Railway Company.

B. The Lease was recorded with the Surface Transportation Board on October 27, 2000 under recordation No. 23204.

C. Allfirst, as seller, and NBC, as buyer, are parties to that certain Master Assignment Agreement, dated as of April 5, 2001, pursuant to which Allfirst has sold to NBC the Locomotive and assigned to NBC certain rights and obligations of "Lessor" under the Lease.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

NBC LEASING COMPANY,
a division of National Bank of Commerce of Birmingham

By: Tami M. Johnson
Name: Tami M. Johnson
Title: Senior Vice President

STATE OF Alabama)
COUNTY OF Jefferson) ss:

The foregoing Memorandum of Assignment of Schedule to Equipment Lease Agreement was acknowledged before me, the undersigned Notary Public, in the County of Jefferson this 29th day of November, 2001 by Tami Johnson, as Senior Vice President of NBC LEASING COMPANY, a division of National Bank of Commerce of Birmingham.

J. Ann D. Ray
Notary Public

My commission expires: _____
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Oct 17, 2004
BONDED THRU NOTARY PUBLIC UNDERWRITERS

[Notarial Seal]

SCHEDULE 1

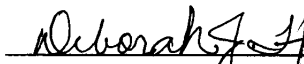
DESCRIPTION OF LOCOMOTIVE

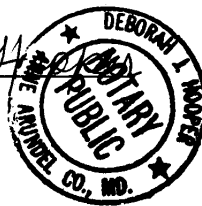
MANUFACTURER	MODEL	TYPE	PRE- REFURBISHMENT ROAD NO.	SERIAL NO.	POST- REFURBISHMENT ROAD NO.
General Motors	GP-38-2	2,000 H.P., 4- axle Locomotive	NS 2905	7191-49	NS 5521

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Assignment of Schedule to Equipment Lease Agreement is a true and complete copy of said Memorandum of Assignment of Schedule to Equipment Lease Agreement.

WITNESS my hand and seal this 30th day of November, 2001.


Notary Public



My Commission Expires: 7/27/02